

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Raley's TM Inc.		05/04/2012	CORPORATION: COLORADO
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	1700 Lincoln, 5th Floor		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80203		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	3103882	RALEY'S BEL AIR FINE FOODS	
Registration Number:	3178508	RALEY'S BEL AIR FINE FOODS	
Registration Number:	3103877	R EVERYDAY	
Registration Number:	3178507	RALEY'S BEL AIR FINE LIVING	
Registration Number:	2997810	AISLE 1	
Registration Number:	3544691	B IS FOR BABY	
Registration Number:	3394239	CELEBRATE FOOD CELEBRATE LIFE	
Registration Number:	2951042	RALEY'S ECART	
Registration Number:	2929470	QUALITY OF LIFE CARD	
Registration Number:	2891001	QUALITY OF LIFE CARD	
Registration Number:	2746934	SOMETHING EXTRA	
Registration Number:	2709325	Q ENHANCING THE QUALITY OF PEOPLE'S LIVES	
Registration Number:	2709324	ENHANCING THE QUALITY OF PEOPLE'S LIVES	
Registration Number:	2674868	WEB-FILL PRESCRIPTION REFILLS	

Registration Number:	2666362	VIP SELECT
Registration Number:	2582049	BUTCHERS SOURCE

# CORRESPONDENCE DATA

Fax Number: 3128035299

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: (312) 845-3430

Email: kalwa@chapman.com

Correspondent Name: Richard Kalwa

Address Line 1: 111 West Monroe Street

Address Line 2: Chapman and Cutler LLP

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	3583788
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NAME OF SUBMITTER:	Richard Kalwa
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Signature:	/richard kalwa/
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Date:	05/18/2012
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Total Attachments: 4  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 4, 2012 (as the same may be amended, modified, supplemented, increased, extended, restated, renewed, refinanced or replaced from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wells Fargo Bank, National Association, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached  
hereto.

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TRADEMARK  
REEL: 004783 FRAME: 0009

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

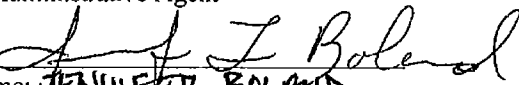
Very truly yours,

  
\_\_\_\_\_  
RALEY'S TM INC.

By: \_\_\_\_\_  
Name: Michael Teel  
Title: President / CEO

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By   
Name: JENNIFER BOLAND  
Title: VICE PRESIDENT

*Signature Page to Raley's TM Inc. Trademark Security Agreement*

**TRADEMARK**  
**REEL: 004783 FRAME: 0011**

**SCHEDULE 1****U.S. Trademarks****Raley's TM Inc.****Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
RALEY'S BEL AIR FINE FOODS	3103882	06/13/06
RALEY'S BEL AIR FINE FOODS	3178508	11/28/06
R EVERYDAY	3103877	06/13/06
RALEY'S BEL AIR FINE LIVING	3178507	11/28/06
AISLE 1	2997810	09/20/05
B IS FOR BABY	3544691	12/09/08
CELEBRATE FOOD CELEBRATE LIFE	3394239	03/11/08
RALEY'S ECART	2951042	05/17/05
QUALITY OF LIFE CARD	2929470	03/01/05
QUALITY OF LIFE CARD	2891001	10/05/04
SOMETHING EXTRA	2746934	08/05/03
Q ENHANCING THE QUALITY OF PEOPLE'S LIVES and Design	2709325	04/22/03
ENHANCING THE QUALITY OF PEOPLE'S LIVES	2709324	04/22/03
WEB-FILL PRESCRIPTION REFILLS and Design	2674868	01/14/03
VIP SELECT and Design	2666362	12/24/02
BUTCHERS SOURCE	2582049	06/18/02

**California Trademarks****Raley's TM Inc.****Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
FOOD FOR FAMILIES	57575	04/15/03

**New Mexico Trademarks****Raley's TM Inc.  
(California Corporation)****Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
FOOD FOR FAMILIES	TK03041401	04/14/03

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